

#31163

West Coast Telephone Company to Bank of America, et al.

THIS SUPPLEMENTAL INDENTURE, made on the ninth day of December, 1941, by and between WEST COAST TELEPHONE COMPANY, a corporation duly created, organized and existing under and by virtue of the laws of the State of Washington, having its principal place of business in Everett, Washington, (hereinafter sometimes called the "Company") and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a National Banking Association, duly organized under an Act known as the "National Bank Act," of the United States of America, and having its principal place of business at San Francisco, California (hereinafter sometimes called the "Corporate Trustee"), and WILLIAM C. KOENIG of San Francisco, California (hereinafter sometimes called the "Individual Trustee"), as Trustees, parties of the second part, WITNESSETH:

WHEREAS, the Company has proposed, in writing, certain changes and modifications of that certain Indenture dated as of March 1, 1939, and executed and delivered by the Company to the Corporate Trustee and W. J. Kieferdorf, the predecessor Individual Trustee, to secure the payment of the principal of and the interest on an authorized issue of bonds of the Company of an aggregate principal amount of not exceeding Ten Million Dollars (\$10,000,000) at any one time outstanding, which Indenture has been recorded in the State of Washington as follows:

County	Auditor's File No.	Date
Clark	E-4536	April 14, 1939
King	3040534	April 14, 1939
Skagit	311916	April 14, 1939
Snohomish	646360	April 14, 1939
Grays Harbor	375095	April 15, 1939
Island	48773	April 15, 1939
Cowlitz	179465	April 14, 1939
Skamania	27233	April 14, 1939
Whatcom	508916	April 14, 1939

and in the State of Oregon as follows:

County	Book and Page	Date
Washington	Book No. 144 of Mtges., Page 155,	April 15, 1939
Wallowa	" " 45 " " 594,	April 15, 1939
Yamhill	" " 92 " " 233,	April 15, 1939
Union	" " 86 " " 256,	April 15, 1939
Polk	" " 68 " " 310,	April 15, 1939
Multnomah	" " 496 " " 69,	April 15, 1939
Lake	" " 28 " RE Mtges. " 69,	April 15, 1939
Klamath	" " 66 " Mtges. " 13,	April 15, 1939
Douglas	" " 52 " " 557,	April 15, 1939
Curry	" " 11 " " 203,	April 15, 1939
Coos	" " 69 " " 178,	April 15, 1939
Clackamas	" " 227 " " 476,	April 15, 1939
Columbia	" " 31 " " 221,	April 15, 1939

and

WHEREAS, such changes and modifications have been assented to in writing by the Trustees; and

WHEREAS, on the ninth day of December, 1941, one hundred per cent (100%) of the bondholders of the Company representing in the aggregate \$4,000,000 principal amount of the Company's First Mortgage Bonds, 3½% Series due 1971, being all of the First Mortgage Bonds of the Company then outstanding, delivered to the Corporate Trustee their consents to said changes and modifications of the Indenture and at the same time all of the bondholders deposited with the Corporate Trustee proof of the execution of such consents as provided by Section 2 of Article XI of the Indenture, and both said consents and said proofs of execution of said consents are now on file with the Corporate Trustee; and

WHEREAS, pursuant to the provisions of Article XI of the Indenture, such changes and modifications of the Indenture are required to be set forth in a Supplemental Indenture between the Company and the Trustees:

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) paid by the Company to the Trustees, and for other valuable considerations, receipt whereof is hereby